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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	-----X	
	:	Chapter 11
In re:	:	
	:	Case No. 05-44481 (RDD)
DELPHI CORPORATION, et al.,	:	(Jointly Administered)
	:	
Debtors	:	
	-----X	

**ASSIGNEE'S RESPONSE AND LIMITED OBJECTION TO NOTICE OF CURE
AMOUNT WITH RESPECT TO EXECUTORY CONTRACT OR UNEXPIRED LEASE
TO BE ASSUMED AND ASSIGNED IN CONNECTION WITH THE SALE OF
INTERIORS AND CLOSURES BUSINESSES**

PPG Industries, Inc. ("PPG" or "Assignee"), by its undersigned attorneys, Kirkpatrick & Lockhart Preston Gates Ellis LLP, respectfully submits this Assignee's Response and Limited Objection ("Response and Limited Objection") to the Notice of Cure Amount with Respect to Executory Contract or Unexpired Lease to be Assumed and Assigned in Connection with the Sale of Interiors and Closures Businesses. In support of this Response and Limited Objection, PPG alleges and states as follows:

1. On October 8 and 14, 2005, Delphi and certain of its subsidiaries and affiliates (collectively the “Debtors”) filed voluntary petitions with this Bankruptcy Court for relief under Chapter 11 of Title 11, United States Code.

2. On October 15, 2007, Debtors filed an Expedited Motion for Orders under 11 U.S.C. §§ 363, 365 and 1146 and Fed. R. Bankr. P. 2002, 6004, 6006 and 9014 (Docket No. 10606) (the “Sale Motion”), which seeks approval to sell substantially all the assets primarily used in the Debtors’ cockpits and integrated closure systems businesses.

3. On October 26, 2007, this Court entered an Order approving the bidding procedures related to the Sale Motion and has scheduled a hearing for December 20, 2007, at 10:00 a.m. and established a deadline for objections of December 13, 2007 (the “Sale Order”) (Docket No. 10732).

4. PPG filed a proof of claim (Claim No. 10710) on July 25, 2006 whereby PPG asserts a general unsecured claim in the amount of \$574,896.85 (the “Proof of Claim”). The Proof of Claim lists an address for PPG Industries, Inc at One PPG Place, Pittsburgh, PA 15272.

5. On November 16, 2007, Debtors filed a Notice of Assumption and/or Assignment of Executory Contract or Unexpired Lease to Purchasers in Connection with Sale of Interiors and Closures Businesses (Docket No. 10963) (the “Assumption Notice”) with the Court. A copy of the Assumption Notice is attached hereto as Exhibit “A”.

6. The Assumption Notice identifies the following purchase orders between Debtors and PPG: 550022514, 550057101, 550023134, 550057100 and 550079832. PPG does not object to the assumption and assignment of these purchase orders.

7. On November 16, 2007, Debtors filed and served a Notice of Cure Amount with Respect to Executory Contract or Unexpired Lease to be Assumed and Assigned in Connection

with the Sale of Interiors and Closures Businesses (Docket No. 10692) (the "Cure Notice"). The Cure Notice identifies the following purchase orders between debtor and PPG: D0550023134, D0550057100 and D0550057101. A copy of the Cure Notice is attached hereto as Exhibit "B".

8. According to the Affidavit of Service filed at Docket No. 11005, the Cure Notice was served on PPG c/o Dura Automotive ("Dura"), P.O. Box 746, Lawrenceburg, TN 38464. Dura did not receive the Cure Notice until November 21, 2007, where it was placed in the mail slot of Mr. Keith Davis, an employee of Dura, to forward to PPG. Mr. Davis was on vacation for the Thanksgiving holiday and was on vacation the following week. The Cure Notice remained in Mr. Davis' mail slot until November 30, 2007.

9. The Debtors did not serve the Cure Notice on PPG at the address listed on the Proof of Claim. Moreover, PPG has no affiliation with Dura and maintains no place of business in Lawrenceburg, TN.

10. Due to the fact that the Cure Notice was not provided directly to PPG, PPG was unable to object to cure amounts contained in Exhibit 1 to the Cure Notice.

11. PPG objects only to the cure amount of \$248,176.40 regarding Purchase Order Number D0550023134, as set forth in Exhibit 1 to the Cure Notice. As more fully explained in the Proof of Claim and related attachments, PPG values the claim amount for Purchase Order Number D0550023134 at \$265,839.53, which is \$17,663.13 above the Debtors' stated cure amount.

12. Wherefore, PPG respectfully requests that the Court deem as timely filed this objection to the cure amount regarding Purchase Order Number D0550023134 contained in the Cure Notice, grant a modification to the cure amount, and grant such other and further relief as this Court deems just and proper.

Dated: December 6, 2007

Respectfully submitted,

KIRKPATRICK & LOCKHART
PRESTON GATES ELLIS LLP

A handwritten signature in black ink, appearing to read "David A. Murdoch", is written over a horizontal line.

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Attorneys for PPG Industries, Inc.

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing has been served upon the parties listed below, by first-class United States Mail, postage prepaid, on the 6th day of December, 2007:

Delphi Automotive Systems LLC
ATTN: Legal Staff
5725 Delphi Drive
Troy, MI 48098

Latham & Watkins LLP
ATTN: Robert J. Rosenberg and
Mark A. Broude
885 Third Avenue
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Delphi Corporation
ATTN: Deputy General Counsel,
Transactions & Restructuring
5725 Delphi Drive
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Fried, Frank, Harris, Shriver & Jacobson LLP
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Office of the U.S. Trustee
for the Southern District of New York
ATTN: Alicia M. Leonhard
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/s/ Kristen A. Serrao